

EXHIBIT A

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--------------------------------------|---|--------------------------------------|
| HUDSON BAY MASTER FUND LTD., |) | |
| |) | CIVIL ACTION No. 16-cv-2767-GBD |
| Plaintiff, |) | |
| v. |) | |
| |) | |
| PATRIOT NATIONAL, INC. and |) | Order and Judgment on Consent |
| STEVEN M. MARIANO |) | |
| |) | |
| Defendants, |) | |
| - and - |) | |
| |) | |
| AMERICAN STOCK TRANSFER & |) | |
| TRUST COMPANY, LLC as Transfer Agent |) | |
| to Defendant Patriot National, Inc. |) | |
| |) | |
| Nominal Defendant. |) | |

WHEREAS, on April 13, 2016, Plaintiff Hudson Bay Master Fund Ltd. (“Hudson Bay”) commenced the above-captioned action (the “Action”) and thereafter filed an amended complaint on January 31, 2017 asserting claims against Patriot National, Inc. (“Patriot”) and Steven M. Mariano (“Mariano”);

WHEREAS, by Opinion and Order dated March 28, 2019 (ECF No. 338), the District Court granted Plaintiff’s motion for summary judgment granting judgment in favor of Hudson Bay on its breach of contract claim against Patriot, dismissed Hudson Bay’s claim for breach of the implied covenant of good faith and fair dealing against Mariano, and denied Hudson Bay’s motion for summary judgment as to its tortious interference claim against Mariano, leaving it as the only remaining claim in the Action;

WHEREAS, Hudson Bay and Mariano agree that a complete and final determination on the merits has been made on each of the parties’ claims in this Action with the exception of Hudson

Bay's tortious interference claim against Mariano;

WHEREAS, Hudson Bay and Mariano, having each consulted independent legal counsel, now agree and consent to the entry of this Order and Judgment on Consent, directing the entry of a final judgment in this Action;

WHEREAS, this Court has jurisdiction over Hudson Bay and Mariano and the subject matter of this Action, and venue of this Action is proper in this judicial district;

WHEREAS, Hudson Bay and Mariano have agreed upon the entry of this Order and Judgment on Consent in connection with settlement discussions;

WHEREAS, Hudson Bay and Mariano have agreed to waive the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure;

WHEREAS, Hudson Bay and Mariano have agreed that this Order and Judgment on Consent shall operate as the final judgment in this Action against Mariano;


WHEREAS, this Order and Judgment on Consent constitutes claim preclusion and issue preclusion as between Hudson Bay and Mariano and those in privity with them;

WHEREAS, Hudson Bay and Mariano have agreed to waive appeal of this Order and Judgment on Consent;

It is hereby ORDERED, ADJUDGED and DECREED that JUDGMENT be ENTERED in favor of Plaintiff Hudson Bay and against Defendant Mariano in the amount of \$4,000,000.00. The JUDGMENT will accrue post-judgment interest at the statutory rate until the JUDGMENT, including any accrued interest, is paid in full.

The Clerk of Court is hereby directed to enter final judgment and close the case.

This 9 day of March, 2022.



GEORGE B. DANIELS
United States District Judge

JUDGMENT ENTERED:

Clerk of Court